

NOTICE OF DEPOSIT OF THE OPTION RIGHTS OFFERING PURSUANT TO ART. 2441, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE

Rights offering (the “**Offering**”) to the shareholders of Autogrill S.p.A. (“**Autogrill**” or the “**Issuer**”), pursuant to Article 2441, paragraph 2 of the Italian Civil Code, of a maximum of 130,633,542 new ordinary shares of Autogrill (the “**New Shares**”).

The New Shares are offered for subscription at a price equal to Euro 4.59 each, of which Euro 0.59 shall be allocated to share capital and Euro 4.00 to share premium (the “**Offering Price**”), as determined on 8th June 2021 by the Board of Directors, which exercised the mandate granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders’ Meeting of Autogrill held on 25 February 2021. The maximum countervalue of the Offering is therefore Euro 599,607,957.78.

The New Shares are offered on a pre-emptive right basis to the holders of ordinary shares of the Issuer, on the basis of the option ratio of no. 13 New Shares for every no. 25 ordinary shares held.



The New Shares, which have no par value and have the same characteristics and granting the same rights as the Autogrill’s outstanding shares, will therefore be fungible with the ordinary shares of Autogrill traded on the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A. (the “**MTA**”). The New Shares shall be registered, freely transferable and indivisible and shall be subject to the circulation regime provided for by the dematerialisation rules set forth in Articles 83-bis *et seq.* of Legislative Decree No. 58/1998.

The New Shares will bear coupon No. 17 and the ISIN code attributed to them will be IT0001137345. The option rights for the subscription of the New Shares have been attributed the ISIN code IT0005445256 (the “**Option Rights**”).

The offering period runs from 14th June 2021 to 29th June 2021 included (the “**Option Period**”). The Rights will be tradable on the MTA from 14th June 2021 to 23rd June 2021 included.

The Option Rights not exercised by the end of the Option Period shall be offered by the Issuer on the MTA, by the month following the end of the Option Period, for at least two open market days, unless they have already been fully sold, pursuant to Article 2441, paragraph 3 of the Italian Civil Code (the “**Market Offer**”). The start and end dates of the Market Offer period will be communicated to the public by means of a specific notice that will also contain the number of unexercised Option Rights subject of the Market Offer.

The Option Rights, which will entitle the subscribers to subscribe for the New Shares, must be exercised, under penalty of forfeiture, during the Option Period through the authorised intermediaries participating in the centralised management system which are required to give the relevant instructions to Monte Titoli S.p.A. by 2:00 p.m. on the last day of the Option Period. Therefore, each subscriber must submit a specific subscription

request in the manner and by the deadline communicated to them by their respective depository intermediary to ensure compliance with the above deadline.

In the event of failure to sell on the market and/or to exercise the Option Rights by the end of the trading period and the end of the Option Period, respectively, the Issuer's shareholders will forfeit their right to sell on the market and/or exercise each Option Right remaining unsold and/or unexercised at such dates, without being entitled to any compensation, reimbursement of expenses or economic benefit of any kind.

Acceptance of the Offering shall be made by signing the forms, including by electronic means, specifically prepared by authorised intermediaries belonging to the centralised management system of Monte Titoli S.p.A..

Full payment for the New Shares must be made at the time of subscription of the New Shares to the authorised intermediary with whom the subscription request has been submitted. No additional charges or expenses will be payable to the Issuer by subscribers. The New Shares subscribed by the end of the Option Period will be credited to the accounts of the intermediaries participating in the centralised management system managed by Monte Titoli S.p.A. at the end of the accounting day of the last day of the Option Period with availability on the same date. Notification of the allocation of the New Shares will be made by the authorised intermediaries belonging to the centralised management system.



The Offering is promoted in the form of an offering to the public exclusively in Italy and on the basis of the Registration Document, the Information Note and the Summary Note (which together constitute the “**Prospectus**”) relating to the offering and the admission to trading of the New Shares on the MTA. The Prospectus does not constitute an offering of securities in the United States of America, Canada, Japan and Australia or in any other foreign country in which the Offering is not permitted (collectively, the “**Other Jurisdictions**”) in the absence of specific authorisation by the competent Authorities in accordance with applicable laws and regulations or in derogation from such provisions. The New Shares and the Rights have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or under the laws of Canada, Japan, Australia or the Other Jurisdictions, and therefore may not be offered, sold or otherwise delivered directly or indirectly in the United States of America, Canada, Japan, Australia or the Other Jurisdictions, without specific authorisation from the competent Authorities in accordance with applicable legal and regulatory provisions or by way of derogation from such provisions. The Issuer has also prepared an International Offering Circular in English, containing data and information consistent with those provided in the Prospectus, intended for (i) “qualified institutional buyers” in the United States of America, as defined in Rule 144A of the Securities Act, through private placements pursuant to Section 4(a) (2) of the Securities Act, or (ii) institutional investors outside the United States of America in accordance with Regulation S of the Securities Act. Autogrill's shareholders who are not located in Italy and/or who are not residents of Italy may be precluded from exercising these rights under any foreign law applicable to them. Shareholders are therefore advised to obtain specific legal advice on this matter from their own advisors before taking any action.

The New Shares will be automatically admitted to trading on the MTA, in accordance with article 2.4.1 of the Regulation of the markets organised and managed by Borsa Italiana S.p.A., in the same way as the Issuer's shares outstanding as of today.

The Prospectus is available to the public in accordance with applicable laws and regulations and is available at Autogrill's registered office in Novara, via Luigi Giulietti 9 and at its secondary office in Rozzano (MI), Centro Direzionale Milanofiori, Palazzo Z, Strada 5, as well as on the Issuer's website (www.autogrill.com). The publication has been made known to the public in the manner and terms prescribed by law.

This notice is filed with the Companies' Register of Novara and made available to the public on the Issuer's website (www.autogrill.com), as well as at Autogrill's registered office in Novara, Via Luigi Giulietti 9, at its secondary office in Rozzano (MI), Centro Direzionale Milanofiori, Palazzo Z, Strada 5 and at the authorised storage mechanism 1Info (www.1Info.it).

This notice will be published in the daily newspaper "Il Sole24Ore" on 12th June 2021.



Autogrill S.p.A.

Rozzano (MI), 11th June 2021

The Chairman of the Board of Directors
Paolo Zannoni